

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

February 15, 2001

IN RE:

APPROVAL OF THE RESALE AGREEMENT AND)	
AMENDMENT THERETO NEGOTIATED BY BELL SOUTH)	DOCKET NO. 00-01065
TELECOMMUNICATIONS, INC. AND TIN CAN)	
COMMUNICATIONS, L.L.C. PURSUANT TO SECTIONS)	
251 AND 252 OF THE TELECOMMUNICATIONS ACT OF)	
1996)	

ORDER APPROVING RESALE AGREEMENT AND AMENDMENT

This matter came before the Tennessee Regulatory Authority (the "Authority") upon the Petition of BellSouth Telecommunications, Inc. for approval of a Resale Agreement (the "Agreement") and Amendment (the "Amendment") negotiated by and between BellSouth Telecommunications, Inc. ("BellSouth") and Tin Can Communications Company, L.L.C. ("Tin Can"). The Petition for approval of the Agreement and Amendment came before the Authority pursuant to 47 U.S.C. §§ 251-252.

The Agreement and Amendment were considered at a regularly scheduled Authority Conference held on February 6, 2001, in Nashville, Tennessee before Chairman Sara Kyle, Director H. Lynn Greer, Jr., and Director Melvin J. Malone. The Authority has jurisdiction over public utilities pursuant to Tenn. Code Ann. § 65-4-104 *et seq.* Based upon the Petition, the record in this matter, and the standards for review set forth in 47 U.S.C. §§ 251-252, the Directors unanimously approved the Agreement and Amendment and made the following findings and conclusions:

- 1) The Agreement and Amendment are in the public interest as they provide consumers with alternative sources of telecommunications services within the BellSouth Telecommunications, Inc. service area;

2) The Agreement and Amendment are not discriminatory to telecommunications service providers that are not parties thereto;

3) No other party has sought intervention in this docket;

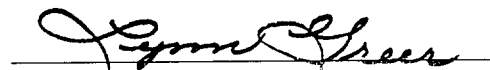
4) The approval of the Agreement and Amendment is consistent with previous Authority decisions and orders; and

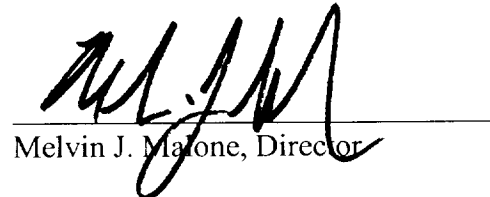
5) The Agreement and Amendment are reviewable by the Authority pursuant to 47 U.S.C. §§ 251-252 and Tenn. Code Ann. § 65-4-104 *et seq.*

IT IS THEREFORE ORDERED THAT:


The Resale Agreement and Amendment negotiated by and between BellSouth Telecommunications, Inc. and Tin Can Communications Company, L.L.C. are approved and are subject to the review of the Authority as provided herein.


Sara Kyle, Chairman


H. Lynn Greer, Jr., Director


Melvin J. Malone, Director

ATTEST:


K. David Waddell, Executive Secretary